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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Suntien Green Energy Corporation Limited** (the **Company**), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**China Suntien Green Energy Corporation Limited\***

**新天綠色能源股份有限公司**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code : 00956)**

**PROPOSED ISSUE OF SHORT-TERM DEBENTURES IN THE PRC  
AND  
PROPOSED ISSUE OF CORPORATE BONDS IN THE PRC  
AND  
NOTICE OF EGM**

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The notice convening the Extraordinary General Meeting (**EGM**) of the Company, to be held at Conference Room, 9th Floor, Block A, Yuyuan Plaza, No. 9 Yuhua West Road, Shijiazhuang City, Hebei Province, PRC at 9 a.m. on Friday, 26 August 2011, is set out on pages 9 to 10 of this circular.

Whether or not you are able to attend and vote at the EGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“Company”	China Suntien Green Energy Corporation Limited (新天綠色能源股份有限公司), a joint stock limited company incorporated in the People’s Republic of China with limited liability and listed on the Stock Exchange (Stock Code: 00956)
“Domestic Shares”	ordinary shares in the Company’s capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“Director(s)”	the director(s) of the Company
“EGM”	the first extraordinary general meeting of the Company to be held at Conference Room, 9th Floor, Block A, Yuyuan Plaza, No. 9, Yuhua West Road, Shijiazhuang City, Hebei Province, PRC at 9 a.m. on Friday, 26 August 2011, or any adjournment thereof, the notice of which is set out on pages 9 to 10 of this circular
“H Shares”	overseas listed foreign shares in the Company’s ordinary share capital with a nominal value of RMB1.00 each, being subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of EGM”	the notice of this EGM
“PRC”	the People’s Republic of China

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## DEFINITIONS

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“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Shares”	shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Company’s Domestic Shares and H Shares
“Shareholders”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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**China Suntien Green Energy Corporation Limited\***  
**新天綠色能源股份有限公司**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code : 00956)**

**Non-executive Directors**

Dr. Li Lian Ping (*Chairman*)  
Mr. Zhao Hui Ning  
Mr. Xiao Gang

**Executive Directors**

Dr. Cao Xin  
Mr. Gao Qing Yu  
Mr. Zhao Hui  
Mr. Sun Xin Tian

**Independent Non-executive Directors**

Mr. Qin Hai Yan  
Mr. Ding Jun  
Mr. Wang Xiang Jun  
Mr. Yue Man Yiu Matthew

**Registered Office**

9th Floor  
Block A  
Yuyuan Plaza  
No. 9 Yuhua West Road  
Shijiazhuang City  
Hebei Province  
PRC

11 July 2011

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED ISSUE OF SHORT-TERM DEBENTURES IN THE PRC  
AND  
PROPOSED ISSUE OF CORPORATE BONDS IN THE PRC  
AND  
NOTICE OF EGM**

**INTRODUCTION**

The purpose of this circular is to give you the Notice of EGM and provide you with relevant information to enable you to make informed decision on whether to vote for or against the resolutions to be proposed at the meeting for the following issues, to be approved by way of special resolution:

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## LETTER FROM THE BOARD

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- (1) proposed issue of short-term debentures by the Company in the PRC; and
- (2) proposed issue of corporate bonds by the Company in the PRC.

### PROPOSED ISSUE OF SHORT-TERM DEBENTURES IN THE PRC

In order to strengthen capital operation by making the best of the financing function of the bond market in the PRC, and to reduce the finance cost of the Company and , the Company proposes to issue short-term debentures with an aggregate principal amount of up to RMB1 billion in the PRC within two years commencing from the date of registration with the National Association of Financial Market Institutional Investors. The relevant particulars are set out as follows:

- (1) Issuer: China Suntien Green Energy Corporation Limited
- (2) Issue size: Up to RMB1 billion to be issued in one tranche or several tranches within the valid registration period with reference to the market conditions, operational needs and project needs of the Company and its subsidiaries
- (3) Valid issue period: Two years upon registration with the National Association of Financial Market Institutional Investors, may be issued again within such period
- (4) Term of issue: Subject to the capital needs of the Company with a maximum period of one year
- (5) Interest rate: determined on the basis of the latest interest rates for financing of non-financial institutions issued by National Association of Financial Market Institutional Investors (中國銀行間市場交易商協會) as at the time of issue

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## LETTER FROM THE BOARD

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It is proposed at the EGM to authorise Dr. Cao Xin, the president of the Company to deal with all matters relating to the issue of short-term debentures, including but not limited to the followings:

1. to determine and adjust the issue size, the timing of the issuance, term of issue and interest rate range taking into account of the Company's needs and market conditions according to the applicable laws and regulations;
2. to review, approve, amend as appropriate, execute and determine the publication of (if applicable) relevant agreements, announcements, forms, letters and any other necessary documents (including but not limited to the application for and prospectus of the issue of short-term debentures, underwriting agreement, engagement letters with relevant intermediary institutions, registration and custodian agreements, proxy payment agreements and all relevant announcements); and
3. to take all necessary actions in relation to the issue of the short-term debentures.

### PROPOSED ISSUE OF CORPORATE BONDS IN THE PRC

In order to strengthen capital operation by making the best of the financing function of the bond market and reduce finance cost of the Company, the Company proposes to issue corporate bonds with an aggregate principal amount of up to RMB2 billion in the PRC in 2011. The relevant particulars are set out as follows:

- |                              |  |
|------------------------------|--|
| (1) Issue size:              | An aggregate nominal value of up to RMB2 billion (inclusive) in one or multiple tranches   |
| (2) Maturity of bonds:       | The bonds will have a maturity of not exceeding 10 years (inclusive) and may have single or multiple maturities, which will be determined in accordance with the market conditions |
| (3) Use of proceeds:         | including but not limited to adjusting debt structure and use for the working capital of the Company   |
| (4) Mandate validity period: | 12 months from the date of approval at the EGM   |
| (5) Guarantor:               | Hebei Construction & Investment Group Co., Ltd., detailed guarantee arrangement to be determined with reference to the market conditions and regulatory requirements               |

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## LETTER FROM THE BOARD

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- (6) Listing: Application for listing and trading of the corporate bonds shall be filed with the Shanghai Stock Exchange as soon as possible following completion of the issue of the bonds. Subject to approval of the PRC competent regulatory authorities, the application for listing and trading of the corporate bonds may be filed with other stock exchange(s) permitted by the applicable laws
- (7) Any placing arrangement to Shareholders: The bonds will not be placed to the Shareholders
- (8) Protection mechanism for repayment: in any event that the Company is unable to repay the principal or interest when payment is due, the Company will at least take the following steps to ensure the repayment:
- i. not to declare and distribute dividend to its shareholders;
  - ii. to postpone making material capital commitments such as external investments and merger and acquisition;
  - iii. to reduce or suspend payment for remuneration or bonus to the Directors or senior management of the Company; and
  - iv. to ensure no change of key responsible personnel.
- (9) Underwriter and method of underwriting : An underwriting syndicate organised by the lead underwriter to underwrite the outstanding balance

To ensure successful completion of the issue and listing of the corporate bonds, it is proposed at the EGM to authorize the Board or any two directors as approved by the Board to deal with all matters relating to the issue of corporate bonds, including but not limited to the followings:

1. so far as permitted by laws and regulations and taking into account the specific needs of the Company and the market conditions, to determine and confirm all matters relating to the issue of corporate bonds, including but not limited to, the specific arrangements of the issue and the revision and adjustments to the terms and conditions of the bonds issue, including but not limited to arrangements including the size of issue, the actual aggregate amount, the issue price, the interest rate of bonds or its basis, the timing of issuance, whether to be issued in tranches and the number of tranches, any repurchase or redemption provisions, the arrangement of rating, warranty, the repayment of principal and interest, guarantee for debt repayment and listing arrangements, as well as specific matters relating to the use of proceeds within the scope approved at the EGM;



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## LETTER FROM THE BOARD

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2. to engage relevant intermediary institutions for handling matters relating to the issue of and the application for listing of corporate bonds;
3. to select and appoint the trustee for the corporate bonds issued by the Company, to execute the entrusting agreement and to formulate the rules of procedures for bond holders' meeting;
4. to take all such steps as are necessary for the issue and the application for listing of corporate bonds, including but not limited to negotiating and executing all relevant agreements and other necessary documents, and making appropriate information disclosure;
5. To adjust the specific plans and other related matters relating to the issue of corporate bonds as appropriate in accordance with the opinion of the regulatory authorities (if any) , or to consider whether to continue the issue of corporate bonds based on the actual circumstances in the event of any changes in policies of regulatory authorities or market conditions, save and except any matters which are required to be reapproved at the general meetings in accordance with relevant laws, regulations and the Articles of Association;
6. to handle the application for listing of the issued corporate bonds of the Company after the issue of corporate bonds; and
7. to deal with other matters relating to the issue and listing of corporate bonds within the scope of authorisation aforementioned and with immediate effect.

### VOTING BY WAY OF POLL

In accordance with the requirements of the Listing Rules, any votes cast by Shareholders at any general meeting shall be taken by way of poll. Accordingly, the chairman of the meeting will at the EGM demand, pursuant to Article 80 of the Articles of Association, that votes on all resolutions set out in the Notice of EGM be taken by way of poll.

### EGM

A notice convening the EGM to be held at Conference Room, 9th Floor, Block A, Yuyuan Plaza, No. 9 Yuhua West Road, Shijiazhuang City, Hebei Province, PRC at 9 a.m. on Friday, 26 August 2011 is set out on pages 9 to 10 of this circular. At the EGM, resolutions will be proposed to approve, inter alia, the proposed issue of short-term debentures by the Company in the PRC and the proposed issue of corporate bonds by the Company in the PRC .

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## LETTER FROM THE BOARD

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A proxy form for use at the EGM is enclosed together with this circular. Whether or not you are able to attend and vote at the EGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

### RECOMMENDATION

The Directors believe that the resolutions to be proposed at the EGM in relation to the issue of short-term debentures and the issue of corporate bonds are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

Yours faithfully,  
For and on behalf of the Board of  
**China Suntien Green Energy Corporation Limited**  
**Li Lian Ping**  
*Chairman*



**China Suntien Green Energy Corporation Limited\***  
**新天綠色能源股份有限公司**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code : 00956)**

**NOTICE OF THE FIRST EXTRAORDINARY  
GENERAL MEETING IN 2011**

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting (the “EGM”) of China Suntien Green Energy Corporation Limited (the “**Company**”) in 2011 will be held at the Conference Room, 9th Floor, Block A, Yuyuan Plaza, No. 9 Yuhua West Road, Shijiazhuang City, Hebei Province, the People's Republic of China (“**PRC**”) at 9:00 a.m. on Friday, 26 August 2011 for the following purposes:

**SPECIAL RESOLUTIONS**

1. To consider and approve issue of short-term debentures of the Company in the aggregate principal amount of up to RMB1 billion and to authorise Dr. Cao Xin, the president of the Company to deal with all relevant matters relating to the issue of the short-term debentures. The principal terms of the issue of the short-term debentures are set out in the circular attached herewith.
2. To consider and approve the issue of corporate bonds of the Company in the aggregate principal amount of up to RMB2 billion and to authorise the board of directors (the “**Board**”) of the Company or any two directors as authorized by the Board to deal with all relevant matters relating to the issue of the corporate bonds. The principal terms of the issue of the corporate bonds are set out in the circular attached herewith.

By order of the Board of  
**China Suntien Green Energy Corporation**  
**Zhao Hui**  
*Executive Director and Joint Company Secretary*

Shijiazhuang, Hebei Province, the PRC, 11 July 2011

*Notes:*

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of a poll. As such, the resolution set out in the notice of EGM will be voted on by poll. Results of the poll voting will be published on the Company's website at [www.suntien.com](http://www.suntien.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the EGM.
2. Any shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead him/her. A proxy need not be a shareholder of the Company.
3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and deposited at the Company's Board Secretariat (for holders of domestic shares) or the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of H shares), at least 24 hours before the EGM or any adjourned meeting thereof. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of a proxy form will not preclude a shareholder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish.
4. The H Share Register of Members of the Company will be closed, for the purpose of determining shareholders' entitlement to attend the EGM, from Wednesday, 27 July 2011 to Friday, 26 August 2011 (both days inclusive), during which period no transfer of shares will be registered. In order to attend the EGM, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 26 July 2011. Holders of H Shares who are registered with Computershare Hong Kong Investor Services Limited on or before the aforementioned date are entitled to attend the EGM.
5. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint shareholding.
6. Shareholders of the Company intending to attend the EGM in person or by their proxies should return the reply slip for attending the EGM by courier or by post to the Company's Board Secretariat (for holders of domestic Shares) or Computershare Hong Kong Investors Services Limited (for holders of H Shares) on or before Saturday, 6 August 2011. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
7. The EGM is expected to be held for less than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
8. A shareholder or his proxy should produce proof of identity when attending the EGM.
9. Our registered office and headquarter in the PRC is 9th Floor, Block A, Yuyuan Plaza, No. 9 Yuhua West Road, Shijiazhuang City, Hebei Province, PRC.

*As at the date of this notice, the non-executive directors of the Company are Dr. Li Lian Ping, Mr. Zhao Hui Ning and Mr. Xiao Gang; the executive directors of the Company are Dr. Cao Xin, Mr. Gao Qing Yu, Mr. Zhao Hui and Mr. Sun Xin Tian; and the independent non-executive directors of the Company are Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew.*

*\* for identification purpose only*